

**EXHIBIT B**

**[Committee Declaration]**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION**

<b>In re:</b>  <b>SPHERATURE INVESTMENTS LLC, <i>et al.</i>,<sup>1</sup></b>  <b>Debtors.</b>	<b>§ Chapter 11</b> <b>§</b> <b>§ Case No.: 20-42492</b> <b>§</b> <b>§</b> <b>§ Jointly Administered</b>
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**DECLARATION OF CHRISTINE VILLAR IN SUPPORT OF  
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND  
EMPLOYMENT OF PACHULSKI STANG ZIEHL & JONES LLP  
AS COUNSEL EFFECTIVE AS OF FEBRUARY 1, 2021**

I, Christine Villar, pursuant to 28 U.S.C. § 1746, to the best of my knowledge and belief, and after reasonable inquiry, declare under penalty of perjury as follows:

1. I am Vice President of FSP Property Management, LLC, the asset manager for FSP Legacy Tennyson Center LLC, the authorized representative of the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors-in-possession (the “Debtors”). I am over the age of 18 years and am competent to make this Declaration (the “Declaration”).

2. I submit this Declaration in support of the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Pachulski Stang Ziehl & Jones LLP as Counsel Effective as of February 1, 2021*,

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<sup>1</sup> The “Debtors” in the above-captioned jointly administered chapter 11 bankruptcy cases (“Cases”) are: Spherature Investments LLC (“Spherature”) EIN#5471; Rovia, LLC (“Rovia”) EIN#7705; WorldVentures Marketing Holdings, LLC (“WV Marketing Holdings”) EIN#3846; WorldVentures Marketplace, LLC (“WV Marketplace”) EIN#6264; WorldVentures Marketing, LLC (“WV Marketing”) EIN#3255; WorldVentures Services, LLC (“WV Services”) EIN#2220.

submitted contemporaneously herewith (the “Application”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

**The Committee’s Selection of PSZJ as Counsel**

3. Pachulski Stang Ziehl & Jones LLP (“PSZJ”) is proposed to serve as counsel to the Committee. The Committee recognizes that a review process is necessary in managing counsel to ensure that bankruptcy professionals are subject to the same scrutiny and accountability as professionals in non-bankruptcy engagements. The review process utilized by the Committee here assessed potential committee counsel based on their expertise in the relevant legal issues and in similar proceedings.

4. On January 22, 2021, the United States Trustee (the “U.S. Trustee”) an *Appointment of Official Unsecured Creditors Committee* [Docket No. 93], appointing a Committee pursuant to section 1102 of the Bankruptcy Code consisting of five members. Thereafter, On February 3, 2021, the U.S. Trustee filed an *Amended Appointment of Official Unsecured Creditors Committee* [Docket No. 116] which removed two members. As of the date hereof, the members of the Committee are: (i) FSP Legacy Tennyson Center, LLC; (ii) Melody Yiru; and (iii) David Watson.

5. On February 1, 2021, the Committee held a meeting and among other things selected PSZJ as counsel, subject to Court approval. I recognize when selecting legal counsel in complex chapter 11 cases, a comprehensive review process is necessary to ensure that bankruptcy professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-bankruptcy engagements.

6. The Committee has determined that the retention of PSZJ is in the best interest of the Committee. PSZJ possesses complex chapter 11 experience, extensive local

practice before this Court, and knowledge of this Court's local rules and procedures, making PSZJ substantively ideal to efficiently serve the needs of the Committee. For these reasons, I believe that PSZJ is both well qualified and uniquely able to provide the specialized legal advice sought by me going forward in an efficient and effective manner.

#### **PSZJ's Rate Structure**

7. In my capacity as an authorized representative of the Committee, I am responsible for supervising counsel. PSZJ has informed the Committee that its rates are consistent between bankruptcy representations, including related transactional and litigation services. PSZJ has informed the Committee that its current hourly rates apply to non-bankruptcy services, if any, provided by the Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is agreed upon. The Firm does not maintain separate departments devoted to other legal practices different from the bankruptcy and insolvency areas. The Firm therefore does not have different billing rates and terms for non-bankruptcy engagements that can be compared to the billing rates and terms for the Committee's engagement of PSZJ.

#### **Cost Supervision**

8. The Committee will approve any prospective budget and staffing plan that may be filed by PSZJ prior to it being filed, recognizing that, in the course of large chapter 11 cases like these Cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and PSZJ. I further recognize that it is the Committee's responsibility to closely monitor the billing practices of their professionals to ensure the fees and expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of the Cases. The Committee will continue to review the

invoices that PSZJ regularly submits, and, together with PSZJ, periodically amend any budget and staffing plans, as the case develops.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: February 18, 2021

By:



Christine Villar, Vice President of FSP  
Property Management, LLC, asset manager  
for FSP Legacy Tennyson Center LLC

Authorized representative of the Official  
Committee of Unsecured Creditors of  
Spherature Investments LLC, *et al.* and not  
in any other capacity